

Form 306—General Information
(Application for Certificate of Authority—Foreign Limited Partnership)

The attached form is a standardized form designed to meet minimal statutory filing requirements pursuant to the relevant statutory provisions. *This form and the information provided are not substitutes for the advice and services of an attorney and tax specialist.*

Commentary: A foreign limited partnership that is transacting business in Texas is required to file an application for certificate of authority with the Secretary of State. Foreign limited partnership is defined as a limited partnership organized under the laws of another state, including the District of Columbia, the Commonwealth of Puerto Rico, or any territory, possession, or other jurisdiction of the United States.

The secretary of state does not provide legal opinions as to whether, given a particular set of circumstances, a foreign entity is or will be transacting business in the state and is required to obtain a certificate of authority. Transacting business is not specifically defined by the applicable statutes, but does not include an isolated transaction completed in 30 days or less, doing business in interstate commerce, or merely maintaining a bank account in this state. Generally, a foreign entity is transacting business in Texas if it has an office or an employee carrying on its business in this state or is otherwise pursuing one of its purposes in this state. For example, when the purpose of a limited partnership is to own and receive income from rental properties, it is probably transacting business in this state if it owns an apartment complex in Texas, even if another entity actually manages the property. In addition, Texas Attorney General Opinion JM-7 issued in 1983 states that a foreign corporation serving as a general partner in a partnership transacting business in Texas is deemed to be transacting business in Texas and is thus required to obtain a certificate of authority from the secretary of state. It is recommended that you seek the advice of an attorney if you are uncertain whether the activities of the partnership require qualification with the secretary of state.

- **Item 1—Limited Partnership Legal Name:** Provide the full legal name of the limited partnership as stated in the limited partnership's formation document. Section 1.03 of the Texas Revised Limited Partnership Act (TRLPA) and the secretary of state's name availability rules provide that a limited partnership name cannot be the same as, or deceptively similar to, the name of any domestic or foreign corporation, limited partnership, limited liability company, or any name reservation or registration filed with the secretary of state. Therefore, the foreign limited partnership's name will be checked for availability upon submission of the application. If the name of the entity is the same as or deceptively similar to, or similar to the name of an existing corporation, limited partnership, or limited liability company, name reservation or name registration the document cannot be filed. The administrative rules adopted for determining entity name availability (Texas Administrative Code, Title 1, Part 4, Chapter 79, Subchapter C) may be viewed at the secretary of state web site at www.sos.state.tx.us/tac/index.html. If you wish the secretary of state to provide a preliminary determination on "name availability," you may call (512) 463-5555 or e-mail your name inquiry to corpinfo@sos.state.tx.us. **A final determination cannot be made until the document is received and processed by the secretary of state.**

In addition, Section 1.03 of the TRLPA prohibits the name of the limited partnership from containing the name of a limited partner unless that name is also the name of a general partner or the business of the partnership has been carried on under that name before the admission of that limited partner. The partnership name also may not contain a word or phrase that indicates or implies that it is a corporation or that it is organized to pursue a purpose other than a purpose stated in its partnership agreement.

- **Item 2—Limited Partnership Fictitious Name:** The name of the foreign limited partnership must contain one of the following words of organization: “Limited Partnership,” “Limited,” or the abbreviations “L.P.,” “LP,” or “Ltd.” If the legal name of the limited partnership fails to contain one of the words of organization, the limited partnership must complete item 2A of the application by stating the legal name of the limited partnership with one of the words of organization added for purposes of qualification and transaction of business in Texas.

If it has been determined that the limited partnership’s legal name is not available for its use in Texas due to a conflict with a previously existing name, the limited partnership must obtain its certificate of authority to transact business under an assumed or fictitious name. State the assumed or fictitious name that the limited partnership elects to adopt for use in Texas in item 2B of the application. In addition, the limited partnership is required to file an assumed name certificate in compliance with Chapter 36 of the Texas Business & Commerce Code. The assumed name certificate is required to be filed with the secretary of state and with the county clerk in the county in which the registered office address is located and in the county in which the principal office address is located. The promulgated form for filing the assumed name with the secretary of state is **Form 503**. This form is not acceptable for filing with the county clerk.

- **Item 3—Federal Employer Identification Number:** Enter the limited partnership’s federal employer identification number (FEIN) in the space provided. The FEIN is a 9-digit number (e.g., 12-3456789) that is issued by the Internal Revenue Service (IRS). If the limited partnership has not received its FEIN at the time of submission, you may note this on the application form.

- **Item 4—Jurisdictional Information:** Provide the name of the state or U.S. territory of the partnership’s jurisdiction of formation and the date on which the entity was formed under the laws of the jurisdiction of its formation.

- **Item 5—Registered Agent and Registered Office:** The registered agent can be either: a Texas corporation or other entity, such as a limited liability company, limited partnership, or partnership organized under the laws of this state, or a foreign corporation or other foreign entity authorized to transact business in this state; or an individual resident of the state. **The limited partnership cannot act as its own registered agent: do not enter the partnership name as the name of the registered agent.**

The registered office address must be an address that is generally open during normal business hours so that the registered agent may accept service of process. **A post office box is not sufficient as a registered office address unless the registered office is located in a town with a population of less than 5,000.**

- **Item 6—Purpose:** The nature of the business or purpose or purposes that the limited partnership proposes to conduct or promote in Texas should be entered in the space provided. You may use general language, such as "transaction of all lawful business" unless a more limited purpose is stated in its partnership agreement. However, it is not acceptable to use "transaction of all lawful business permitted under the laws of [another state]." Other state laws may permit limited partnerships to pursue purposes not authorized by Texas law, and a foreign limited partnership can have no greater rights or privileges than a domestic limited partnership.

- **Item 7—Appointment of Secretary of State:** The application for registration contains an appointment of the secretary of state as the foreign limited partnership’s agent for service of process under the circumstances set forth in Section 9.10(b) of the TRLPA. These circumstances include the

cancellation of the partnership's certificate of registration and the failure of the partnership to maintain a registered agent at the registered office address.

- **Item 8—General Partners:** Provide the name and mailing address and street address of the business or residence of each general partner of the partnership. If the space provided is not sufficient, you may include an attachment to the application form.
- **Item 9—Certification of Entity Status:** By signing the application for certificate of authority, the authorized partner is certifying that the limited partnership currently exists as a valid limited partnership under the laws of the jurisdiction of its formation. Please note that the submission of a false or fraudulent document to the secretary of state is a Class A misdemeanor.
- **Item 10—Commencement of Business:** The application for registration requires the limited partnership to state the date on which the partnership first transacted business in Texas; or if the partnership has not transacted business in Texas, the date on which it intends to transact business in this state. A foreign limited partnership that has transacted business in Texas without first having registered with the secretary of state must pay the \$750 filing fee for the application for registration, plus a late fee of \$750 for each year or part of a year during which it transacted business in Texas without having registered. The word “year” as defined by the Code Construction Act means 12 consecutive months. TEX. GOV'T CODE, §311.005.

Please note that Section 9.08 of the TRLPA provides that a court of competent jurisdiction may enjoin a foreign limited partnership from transacting business in Texas if the partnership fails to register or if the registration is secured on the basis of fraud or misleading representations.

- **Effective Date:** Pursuant to Section 2.12 of the TRLPA, the effectiveness of the application for registration may be delayed as of a date not more than ninety (90) days from the date of filing with the secretary of state. Please note that upon the filing of a document with a delayed effective date, the computer records of the secretary of state will be changed to show the filing of the document, the date of the filing, and the future date on which the document will be effective. In addition, at the time of such filing, the status of the entity will be shown as active on the records of the secretary of state.
- **Execution:** A general partner of the limited partnership must sign the application for registration. Prior to signing, please read the statements on this form carefully. A person commits an offense under the Texas Business Corporation Act, the Texas Limited Liability Company Act or the Texas Non-Profit Corporation Act if the person signs a document the person knows is false in any material respect with the intent that the document be delivered to the secretary of state for filing. The offense is a Class A misdemeanor. The Texas Revised Limited Partnership Act, section 2.04(c), provides that the execution of a certificate or a written statement constitutes an oath or affirmation, under penalties for perjury, that, to the best of the executing party's knowledge and belief, the facts stated in the certificate or statement are true. Further, a person may be liable for damages under section 2.08 of the Texas Revised Limited Partnership Act if a certificate of limited partnership, or a certificate of amendment, merger, or cancellation contains a false statement or material omission, or is forged or is signed by a person not authorized by the partnership to execute the document.

Payment and Delivery Instructions: Mail the completed form, together with the filing fee of \$750 to the address shown in the heading of the form. Personal checks and MasterCard, Visa, and Discover credit cards are accepted in payment of the filing fee. Checks or money orders must be payable through a U.S. bank or financial institution and made payable to the secretary of state. Fees paid by credit card are subject to a statutorily authorized convenience fee of 2.1% of the total fees.

The delivery address is James Earl Rudder Office Building, 1019 Brazos, Austin, Texas 78701. Upon filing the document, the secretary of state will return the appropriate evidence of filing and a file stamped copy of the document, if a duplicate copy was provided for such purpose, to the submitter. The telephone number is (512) 463-5555, TDD: (800) 735-2989, FAX: (512) 463-5709. If you transmit your document by fax, then you must provide your credit card information with the transmission (**Form 807**).

FOR YOUR INFORMATION: Periodic Reports: Sections 13.05 through 13.09 of the TRLPA authorize the secretary of state to require domestic and foreign limited partnerships to file a report no more than once every four (4) years. The report includes information on the partnership's registered agent and office, principal office, and names and addresses of the general partners. A notice that a report is due will be sent by the secretary of state to the partnership and will be addressed to the registered agent at the registered office. Failure to file the periodic report within the time specified by the secretary of state will result in the cancellation of the certificate of registration. Consequently, it is very important that the limited partnership maintain current registered agent and registered office information with the secretary of state.

Form 306
(revised 9/03)



This space reserved for office use.

Return in Duplicate to:
Secretary of State
P.O. Box 13697
Austin, TX 78711-3697
FAX: 512/463-5709

Filing Fee: \$750

Application for
Registration Pursuant to
Article 9.02
Texas Revised Limited
Partnership Act

1. The name of the limited partnership is as set forth below:

The name must not be the same as, deceptively similar to or similar to that of an existing corporate, limited liability company, or limited partnership name on file with the secretary of state. A preliminary check for "name availability" is recommended.

2A. The name of the limited partnership in its jurisdiction of formation does not contain the words "Limited Partnership," "Limited," or the abbreviations "L.P.," "LP," or "Ltd." The name of the limited partnership with the word or abbreviation that it elects to add for use in Texas is:

2B. The limited partnership name is not available in Texas. The assumed name under which the partnership will qualify and transact business in Texas is:

3. Its federal employer identification number is: _____

☐ Federal employer identification number information is not available at this time.

4. It was formed under the laws of: (set forth state or other jurisdiction) _____

and the date of its formation was _____

5. Its proposed registered agent in Texas is the individual or organization named below:

and the street address of its proposed registered office, which is the business office address of its proposed registered agent in Texas, is: (A post office box address is not sufficient, please provide street address.)

Address

City

State

Zip/Postal Code

6. The purpose or purposes of the limited partnership that it proposes to pursue in the transaction of business in Texas are set forth below.

7. The limited partnership hereby appoints the Secretary of State of Texas as its agent for service of process under the circumstances set forth in Section 9.10(b) of the Texas Revised Limited Partnership Act.

8. The name, mailing address and street address of the business or residence of each general partner is as follows:

NAME	MAILING ADDRESS (city, state & zip)	STREET ADDRESS (city, state & zip)

9. As of the date of filing, the undersigned certifies that the foreign limited partnership currently exists as a valid entity under the laws of the jurisdiction of its formation.

10. The date on which the foreign limited partnership intends to transact business in Texas, or the date on which the limited partnership first transacted business in Texas is set forth below:

Effective Date of Filing

<input type="checkbox"/> The document is to be effective when the document is filed by the secretary of state. OR <input type="checkbox"/> This document will become effective at a later date, which is not more than ninety (90) days from the date of its filing by the secretary of state. The delayed effective date is: _____
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Execution

The undersigned, as general partner of the limited partnership, signs this document subject to the penalties imposed by law for the submission of a false or fraudulent document.

Signature of General Partner	Date
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